

## Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known): \_\_\_\_\_

Chapter 7

 Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

|  |   |  |                          |
|--|---|--|--------------------------|
| 1. Debtor's Name   | <u>Healthe, Inc.</u>  |  |                          |
| 2. All other names debtor used in the last 8 years                         | <u>N/A</u>  |  |                          |
| Include any assumed names, trade names, and <i>doing business as</i> names |   |  |                          |
| 3. Debtor's federal Employer Identification Number (EIN)                   | <u>83-2511650</u>   |  |                          |
| 4. Debtor's address  | Principal place of business   | Mailing address, if different from principal place of business |                          |
|  | <u>800 Mary Louis Lane</u><br>Number      Street  | <br>Number      Street   |                          |
|  | <u>Kissimmee</u><br>City  | <u>Florida</u><br>State  | <u>34744</u><br>Zip Code |
|  | P.O. Box  |  |                          |
|  | City              State      Zip Code   |  |                          |
|  | Location of principal assets, if different from principal place of business   |  |                          |
|  | Osceola County<br>County  | <br>Number      Street   |                          |
|  |   | <br>City              State      Zip Code                      |                          |
| 5. Debtor's website (URL)  | <u>www.healtheinc.com</u>   |  |                          |
| 6. Type of debtor  | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))<br><input type="checkbox"/> Partnership (excluding LLP)<br><input type="checkbox"/> Other. Specify: _____ |  |                          |

Debtor Healthe, Inc.  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business****A. Check One:**

Health Care Business (as defined in 11 U.S.C. § 101(27A))  
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
 Railroad (as defined in 11 U.S.C. § 101(44))  
 Stockbroker (as defined in 11 U.S.C. § 101(53A))  
 Commodity Broker (as defined in 11 U.S.C. § 101(6))  
 Clearing Bank (as defined in 11 U.S.C. § 781(3))  
 None of the above

**B. Check all that apply:**

Tax-exempt entity (as described in 26 U.S.C. § 501)  
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**  
 3353

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

Chapter 7  
 Chapter 9  
 Chapter 11. **Check all that apply:**

The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000 and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 A plan is being filed with this petition.  
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

No District \_\_\_\_\_ When MM/DD/YYYY Case number \_\_\_\_\_  
 Yes. District \_\_\_\_\_ When MM/DD/YYYY Case number \_\_\_\_\_

If more than 2 cases, attach a separate list.

Debtor Healthe, Inc. \_\_\_\_\_ Case number (if known) \_\_\_\_\_

Name \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

No \_\_\_\_\_  Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_ **Affiliate** \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_

List all cases. If more than 1, attach a separate list. Case number, if known \_\_\_\_\_ MM / DD / YYYY

**11. Why is the case filed in *this* district?** *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

No \_\_\_\_\_

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

**Is the property insured?**

No \_\_\_\_\_

Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

#### Statistical and administrative information

**13. Debtor's estimation of available funds** *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors (on a consolidated basis)**

|                                     |         |                          |               |                          |                   |
|-------------------------------------|---------|--------------------------|---------------|--------------------------|-------------------|
| <input type="checkbox"/>            | 1-49    | <input type="checkbox"/> | 1,000-5,000   | <input type="checkbox"/> | 25,001-50,000     |
| <input type="checkbox"/>            | 50-99   | <input type="checkbox"/> | 5,001-10,000  | <input type="checkbox"/> | 50,001-100,000    |
| <input type="checkbox"/>            | 100-199 | <input type="checkbox"/> | 10,001-25,000 | <input type="checkbox"/> | More than 100,000 |
| <input checked="" type="checkbox"/> | 200-999 |                          |               |                          |                   |

**15. Estimated assets (on a consolidated basis)**

|                          |                    |                                     |                           |                          |                              |
|--------------------------|--------------------|-------------------------------------|---------------------------|--------------------------|------------------------------|
| <input type="checkbox"/> | \$0-\$50,000       | <input type="checkbox"/>            | \$1,000,001-\$10 million  | <input type="checkbox"/> | \$500,000,001-\$1 billion    |
| <input type="checkbox"/> | \$50,001-\$100,000 | <input checked="" type="checkbox"/> | \$10,000,001-\$50 million | <input type="checkbox"/> | \$1,000,000,001-\$10 billion |

|  |  |   |  |
|--|--|---|--|
| Debtor<br>Name   | Case number (if known)                         |   |  |
|  | <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
|  | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion                  |
| <b>16. Estimated liabilities (on a consolidated basis)</b> | <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion               |
|  | <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
|  | <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
|  | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion                  |

### Request for Relief, Declaration, and Signatures

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor** The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/10/2021  
MM/ DD / YYYY

  
Signature of authorized representative of debtor

John Rajchert  
Printed name

Title Chief Executive Officer

**18. Signature of attorney**

/s/ Domenic E. Pacitti  
Signature of attorney for debtor

Date 12/10/2021  
MM/DD/YYYY

Domenic E. Pacitti  
Printed name

Klehr Harrison Harvey Branzburg LLP  
Firm name

919 N. Market Street, Suite 1000  
Number Street

Wilmington DE 19801-3062  
City State ZIP Code

(302) 426-1189 DPacitti@klehr.com  
Contact phone Email address

3989 Delaware  
Bar number State

**IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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|                |   |                          |
|----------------|---|--------------------------|
| In re:         | ) | Chapter 7                |
|                | ) |                          |
| Healthe, Inc., | ) | Case No. 21-_____ (____) |
|                | ) |                          |
| Debtor.        | ) |                          |
|                | ) |                          |

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**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

| Name   | Common<br>(CS) | CS %<br>owned | Series A<br>Preferred<br>(PA) | PA %<br>owned | Series B<br>Preferred<br>(PB) | PB %<br>owned | Series C<br>Preferred<br>(PC) | PC %<br>owned | All Stock<br>(Common<br>and<br>Preferred) | All Stock<br>% |
|--|----------------|---------------|-------------------------------|---------------|-------------------------------|---------------|-------------------------------|---------------|---|----------------|
| 48SEP, LLC<br>Attn Geoff Morell<br>2701 South Ocean Blvd, #44<br>Highland Beach, FL 33487                          |                |               | 5,513                         | 0.8885%       |                               |               |                               |               | 5,513                                     | 0.2286%        |
| Adams, Benjamin P. and<br>Allison C.<br>6218 30th St.<br>North Arlington, VA 22207                                 |                |               | 5,513                         | 0.8885%       |                               |               |                               |               | 5,513                                     | 0.2286%        |
| Antosh, Stephen<br>3215 1st St. N.<br>Arlington, VA 22201  |                |               | 13,230                        | 2.1322%       |                               |               |                               |               | 13,230                                    | 0.5485%        |
| Barkley, Matthew M.<br>P.O. Box 1620<br>Tempe, AZ 85280  |                |               | 1,764                         | 0.2843%       |                               |               |                               |               | 1,764                                     | 0.0731%        |
| Brandin T. Cooks<br>Revocable Living Trust<br>Attn: Brandin Cooks<br>5550 Bonneville Rd.<br>Hidden Hills, CA 91302 |                |               | 9,096                         | 1.4659%       |                               |               |                               |               | 9,096                                     | 0.3771%        |
| Bruner II, James Stephen<br>920 W New Hampshire Street<br>Orlando, FL 32804  |                |               | 21,003                        | 3.3849%       |                               |               |                               |               | 21,003                                    | 0.8707%        |
| Canter, Daniel J<br>708 Alden Dr.<br>Decatur, GA 30030   |                |               | 1,654                         | 0.2666%       |                               |               |                               |               | 1,654                                     | 0.0686%        |
| Edward M. McBride<br>249 Kent Pl. Blvd.<br>Summit, NJ 07901  |                |               | 44,515                        | 7.1741%       | 2,307                         | 0.7315%       | 6,151                         | 1.9265%       | 52,973                                    | 2.1961%        |
| Fought, Connor K.<br>4509 Wetherill Rd<br>Bethesda, MD 20816   |                |               | 1,654                         | 0.2666%       |                               |               |                               |               | 1,654                                     | 0.0686%        |
| George, Eric R.<br>126 Midway Dr.<br>River Ridge, LA 70123   |                |               | 9,096                         | 1.4659%       |                               |               |                               |               | 9,096                                     | 0.3771%        |
| Gordon, Liran<br>9533 Reach Rd<br>Potomac, MD 20854  | 2,529          |               |                               |               |                               |               |                               |               | 2,529                                     | 0.1048%        |
| Hammerstone Capital 1, LLC<br>Attn: Josh Deckard<br>1607 S. Lakeshore Dr FL<br>34231                               |                |               | 13,782                        | 2.2211%       |                               |               |                               |               | 13,782                                    | 0.5714%        |
|  |                |               |                               |               |                               |               |                               |               |   |                |

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 7 case.

| Name   | Common<br>(CS) | CS %<br>owned | Series A<br>Preferred<br>(PA) | PA %<br>owned | Series B<br>Preferred<br>(PB) | PB %<br>owned | Series C<br>Preferred<br>(PC) | PC %<br>owned | All Stock<br>(Common<br>and<br>Preferred) | All Stock<br>% |
|--|----------------|---------------|-------------------------------|---------------|-------------------------------|---------------|-------------------------------|---------------|---|----------------|
| Higgins, Matthew<br>720 Greenwich St., 2J<br>New York, NY 10014  |                |               | 22,050                        | 3.5536%       |                               |               |                               |               | 22,050                                    | 0.9141%        |
| Higgins, Matthew<br>720 Greenwich St., 2J<br>New York, NY 10014  |                |               | 22,051                        | 3.5538%       | 61,538                        | 19.5123%      |                               |               | 83,589                                    | 3.4654%        |
| J and B Global<br>Enterprises, LLC<br>Attn: Brian Hamlet<br>23 Fernwood Rd.<br>Summit, NJ 07901                      |                |               | 17,806                        | 2.8696%       | 1,307                         | 0.4144%       | 2,460                         | 0.7324%       | 21,573                                    | 0.8944%        |
| JJM Enterprises, LLC<br>Attn: Jose Mallea, Manager<br>9731 Kendale Blvd.<br>Miami, FL 33176                          |                |               | 1,103                         | 0.1778%       |                               |               |                               |               | 1,103                                     | 0.0457%        |
| JMA Enterprises LLC<br>Attn: John Allevato<br>3428 7th St. S.<br>Arlington, VA 22204                                 |                |               | 1,103                         | 0.1778%       |                               |               |                               |               | 1,103                                     | 0.0457%        |
| Kori, Ajay<br>2125 14th Street NW, Apt<br>311<br>Washington, DC 20009  |                |               | 5,512                         | 0.8883%       |                               |               |                               |               | 5,512                                     | 0.2285%        |
| Lee, Khim<br>240 Robinwood Ln<br>Hillsborough, CA 94010  | 26,048         |               |                               |               |                               |               |                               |               | 26,048                                    | 1.0799%        |
| Lighting Science Group Corp<br>1350 Division Rd., Suite 204<br>West Warwick, RI 02893                                | 1,000,000      |               | 63,750                        | 10.2741%      |                               |               |                               |               | 1,063,750                                 | 44.1008%       |
| Matter, Brett<br>7 Dellwood Ave.<br>Chatham, NJ 07928  |                |               | 17,806                        | 2.8696%       | 1,307                         | 0.4144%       | 2,460                         |               | 21,573                                    | 0.8944%        |
| Matter, Clinton<br>114 Hobart Avenue<br>Summit, NJ 07901   |                |               | 13,354                        | 2.1522%       | 1,307                         | 0.4144%       | 1,845                         |               | 16,506                                    | 0.6843%        |
| Maxik, Fredric<br>52 Country Club Road<br>Cocoa Beach, FL 32931  |                |               | 89,740                        | 14.4627%      |                               |               |                               |               | 89,740                                    | 3.7204%        |
| Meckstroth, David<br>3304 Cherryview Ct., North<br>Bend, OH 45052  | 500            |               |                               |               |                               |               |                               |               | 500                                       | 0.0207%        |
| Morrell, Jarrett Michael<br>5205 Westwood Drive<br>Bethesda, MD 20816  |                |               | 1,654                         | 0.2666%       |                               |               |                               |               | 1,654                                     | 0.0686%        |
| Morris, Abraham<br>700 Hideaway Bay Lane<br>Longboat Key, FL 34228   | 111,250        |               | 25,989                        | 4.1884%       |                               |               |                               |               | 137,239                                   | 5.6896%        |
| Novus Ventures, LLC<br>Attn: Lars Eller, Manager<br>1886 Metro Center Dr.<br>Suite 620<br>Reston, VA 20190           |                |               | 11,025                        | 1.7768%       |                               |               |                               |               | 11,025                                    | 0.4571%        |
| Pacioretty, Maximilian<br>18 Night Song Way<br>Los Vegas, NV 89135   |                |               | 5,513                         | 0.8885%       |                               |               |                               |               | 5,513                                     | 0.2286%        |
| Pinkston Group, Inc.<br>Attn: Christian Pinkston<br>3110 Fairview Park Drive<br>14th Floor<br>Falls Church, VA 22042 |                |               | 11,025                        | 1.7768%       |                               |               |                               |               | 11,025                                    | 0.4571%        |
| PK Products, Inc.<br>Attn: Dominique Leroy<br>169 East Flagler Street<br>Suite 1428<br>Miami, FL 33131               |                |               | 1,103                         | 0.1778%       |                               |               |                               |               | 1,103                                     | 0.0457%        |

| Name   | Common<br>(CS) | CS %<br>owned | Series A<br>Preferred<br>(PA) | PA %<br>owned | Series B<br>Preferred<br>(PB) | PB %<br>owned | Series C<br>Preferred<br>(PC) | PC %<br>owned | All Stock<br>(Common<br>and<br>Preferred) | All Stock<br>% |          |
|--|----------------|---------------|-------------------------------|---------------|-------------------------------|---------------|-------------------------------|---------------|---|----------------|----------|
| Porsgaard, Gitte and Hanset,<br>Ebbe Bo<br>Forchhammersvej, 3tv<br>920 Frederiksberg C<br>Denmark                      |                |               | 4,410                         | 0.7107%       |                               |               |                               |               | 4,410                                     | 0.1828%        |          |
| red5 Capital LLC<br>Attn: Scott Tannen<br>8 Westminster Road<br>Chatham, NJ 07928                                      |                |               | 22,051                        | 3.5538%       | 1,461                         | 0.4632%       | 3,048                         | 0.9074%       | 26,560                                    | 1,1011%        |          |
| S Goldman Holdings LLC<br>Attn: Seth Goldman<br>955 Park Avenue #1E<br>New York, NY 10028                              |                |               | 1,654                         | 0.2666%       |                               |               |                               |               | 1,654                                     | 0.0686%        |          |
| Schmuck, Robert Edward<br>2000 Main Street, Unit 330<br>Santa Monica, CA 90405   |                |               | 1,654                         | 0.2666%       |                               |               |                               |               | 1,654                                     | 0.0686%        |          |
| Sevier Capital LLC<br>Attn: Chris May<br>1401 New York Ave NW,<br>Suite 700<br>Washington, DC 20005                    |                |               | 3,376                         | 0.5441%       |                               |               |                               |               | 3,376                                     | 0.1400%        |          |
| SMR Revocable Trust u/a/d<br>12/12/13<br>Attn: Stephen M. Ross,<br>Trustee<br>60 Columbus Circle<br>New York, NY 10023 |                |               | 88,203                        | 14.2150%      | 246,154                       | 78.0497%      |                               |               | 334,357                                   | 13,8617%       |          |
| SMR Revocable Trust u/a/d<br>12/12/13<br>Attn: Stephen M. Ross,<br>Trustee<br>60 Columbus Circle<br>New York, NY 10023 |                |               |                               |               |                               |               |                               | 319,285       | 95.0573%                                  | 319,285        | 13.2369% |
| SMR Revocable Trust u/a/d<br>12/12/13<br>Attn: Stephen M. Ross,<br>Trustee<br>60 Columbus Circle<br>New York, NY 10023 |                |               | 33,076                        | 5.3306%       |                               |               |                               |               | 33,076                                    | 1.3713%        |          |
| Stone, Nicholas J.<br>405 Kilvert St., Suite F<br>Warwick, RI 02886  |                |               |                               |               |                               |               | 638                           |               | 638                                       | 0.0265%        |          |
| Tatanka, LLC<br>Attn: Will Stroud<br>5949 Sherry Lane, Suite 960<br>Dallas, TX 75225A                                  |                |               | 17,641                        | 2.8431%       |                               |               |                               |               | 17,641                                    | 0.7314%        |          |
| Traficant, James<br>9046 Swans Creek Way<br>Lorton, VA 22079   |                |               | 11,025                        | 1.7768%       |                               |               |                               |               | 11,025                                    | 0.4571%        |          |
| Total Shares Outstanding   | 1,140,327      |               | 620,494                       |               | 315,381                       |               | 335,887                       |               | 2,412,089                                 |                |          |

**IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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|                |   |                          |
|----------------|---|--------------------------|
| In re:         | ) | Chapter 7                |
| Healthe, Inc., | ) | Case No. 21-_____ (____) |
| Debtor.        | ) |                          |
|                | ) |                          |

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**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

| <b>Shareholder</b>  | <b>Approximate Percentage of Shares Held</b>                   |
|---|--|
| Lighting Science Group Corp.<br>1350 Division Rd., Suite 204<br>West Warwick, RI 02893            | 87.69% Common<br>10.27% Preferred A                            |
| SMR Revocable Trust<br>Attn: Stephen M. Ross, Trustee<br>60 Columbus Circle<br>New York, NY 10023 | 14.22% Preferred A<br>78.05% Preferred B<br>95.06% Preferred C |

|  |                      |
|--|----------------------|
| Fill in this information to identify the case and this filing: |                      |
| Debtor Name  | Healthe, Inc.        |
| United States Bankruptcy Court for the:                        | District of Delaware |
| Case number (If known):  | (State)              |

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the [50] Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration [List of Equity Security Holders and Corporate Ownership Statement](#)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

12/10/2021  
MM/ DD/YYYY



Signature of individual signing on behalf of debtor

John Rajchert

Printed name

Chief Executive Officer

Position or relationship to debtor

**HEALTHE, INC.**

**UNANIMOUS WRITTEN CONSENT IN LIEU  
OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS**

**DECEMBER 10, 2021**

The undersigned, being all of the members of the board of directors (the “Board”) of **Healthe, Inc.**, a Delaware corporation (the “Company”), hereby adopts the following resolutions by unanimous written consent (this “Consent”) in accordance with Section 141(f) of the General Corporation Law of the State of Delaware (the “DGCL”) and the bylaws of the Company (the “Bylaws”). The action taken by this Consent shall have the same force and effect as if taken by the undersigned at a meeting duly called and constituted pursuant to the DGCL and the Bylaws.

**WHEREAS**, the Board has evaluated the Company’s assets, liabilities and liquidity situation and the strategic alternatives available to the Company and has authorized such actions necessary or desirable to effect the commencement and completion of a proceeding under Chapter 7 of title 11 of the United States Code (the “Chapter 7 Proceeding”) and the liquidation of the Company;

**WHEREAS**, the Board has determined that the filing by the Company of a voluntary petition (the “Petition”) under chapter 7 of title 11 of the United States Code (the “Bankruptcy Code”) is in the best interests of the Company, its creditors and other parties in interest;

**WHEREAS**, the Board has the exclusive authority to authorize a bankruptcy filing, without any further action by the Company, pursuant to Sections 3.01 and 3.10 of the Bylaws; now therefore, it is:

**RESOLVED**, that the Company shall (a) file the Petition in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) and (b) execute, deliver and perform, such agreements and instruments and take such actions as necessary or desirable in connection with the Chapter 7 Proceeding and the liquidation of the Company;

**RESOLVED**, that any duly appointed officer of the Company (collectively, including, but not limited to, the Chief Executive Officer and the Chief Financial Officer, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute, deliver, file and perform, such agreements and instruments and take such actions that are necessary or desirable in connection with the Chapter 7 Proceeding and the liquidation of the Company;

**RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to (a) execute and verify the Petition and all other documents, pleadings, schedules, statements, lists, motions, affidavits, applications and other papers (the “Ancillary Documents”) necessary or desirable in connection with the Chapter 7 Proceeding, in such form as any of the Authorized Officers determines to be necessary or desirable (such determination to be conclusively established by the execution thereof), (b) cause the Petition and any Ancillary Documents to be filed with the Bankruptcy

Court, and (c) retain the firm of Klehr Harrison Harvey Branzburg LLP as bankruptcy counsel to the Company;

**RESOLVED**, that each of the Authorized Officers is authorized, directed and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as any of the Authorized Officers shall determine to be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions and to effect the liquidation of the Company, the execution of any such document or the taking of such action to be conclusive evidence of such determination;

**RESOLVED**, that each of the Authorized Officers is hereby authorized, directed and empowered to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, financing statements, notices, undertakings or other writings referred to in the foregoing resolutions;

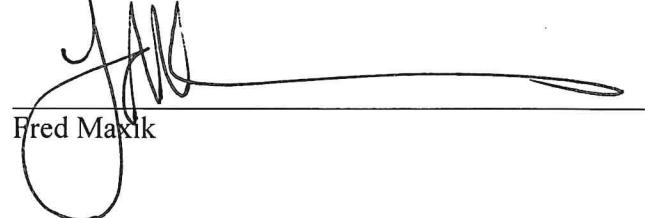
**RESOLVED**, that any and all actions heretofore taken by any of the Authorized Officers or the Board of the Company with respect to, and in contemplation of, the transactions contemplated by any of the foregoing resolutions are hereby ratified, approved, authorized and confirmed; and it is

**RESOLVED**, that facsimile or photostatic copies of signatures to this Consent shall be deemed to be originals and may be relied on to the same extent as the originals.

[Signature Page follows]

**IN WITNESS WHEREOF**, the undersigned have executed this Consent effective as of the day and year first written above.

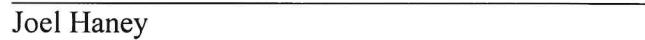
**BOARD OF DIRECTORS:**



Fred Maxlik



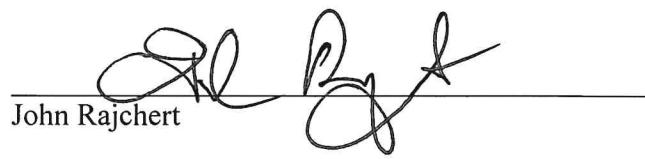
Craig Cogut



Joel Haney



Dennis McGill



John Rajchert

*Constituting all of the members of the  
Board of Directors of Healthe, Inc.*

**IN WITNESS WHEREOF**, the undersigned have executed this Consent effective as of the day and year first written above.

**BOARD OF DIRECTORS:**

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Fred Maxik



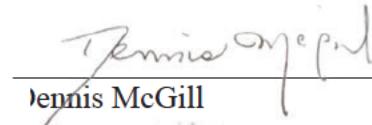
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Craig Cogut



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Joel Haney



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Jennis McGill

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John Rajchert

*Constituting all of the members of the  
Board of Directors of Healthe, Inc.*